MGE ENERGY INC
Form DEF 14A
March 30, 2012

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

OF MGE ENERGY, INC.

March 30, 2012

To the Shareholders of MGE Energy, Inc.:

You are cordially invited to attend the 2012 Annual Meeting of Shareholders. Instructions on making a reservation are provided on page 3 of the proxy statement. If you are not able to attend the annual meeting, a video recording will be available on MGE Energy's website at www.mgeenergy.com. The recording will be available on this website for approximately 12 months following the meeting. **Regardless of whether you plan to attend, please take a moment to vote your proxy.** The meeting will be held as follows:

Date: Tuesday, May 22, 2012

Time: 11:00 a.m., local time

Place: Marriott Madison West

1313 John Q. Hammons Drive

Middleton, Wisconsin

Items of Business

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To elect two Class II directors to terms of office expiring at the 2015 Annual Meeting of Shareholders;

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To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year 2012; and

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To transact such other business as may properly come before the meeting.

Record Date

Shareholders of record at the close of business on March 21, 2012, are entitled to vote at the meeting.

Voting by Proxy

***Your vote is important*.** You may vote:

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Using the Internet.

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By telephone.

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By returning the proxy card in the envelope provided.

The matters to be acted upon at the meeting are described in the accompanying proxy statement.

By Order of the Board of Directors

/s/ Jeffrey C. Newman
Jeffrey C. Newman

Vice President, Chief Financial Officer,
Secretary and Treasurer

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on May 22, 2012:

This proxy statement and our 2011 annual report to shareholders are available at www.mgeenergy.com/proxy.

TABLE OF CONTENTS

MAP on back cover

2

QUESTIONS AND ANSWERS

Q.

Why am I receiving this proxy statement?

A.

We are sending this document to you because our Board of Directors is seeking your proxy to vote your shares at our annual meeting. The notice of annual meeting, proxy statement and accompanying proxy card are first being mailed on or about March 30, 2012, to shareholders of record at the close of business on March 21, 2012.

Q.

When and where will the annual meeting take place and what is its purpose?

A.

See the notice of annual meeting on the front cover of this proxy statement which provides that information.

Q.

Do I need a ticket to attend the meeting?

A.

Yes. If you plan to attend the meeting, make your reservation online at http://www.mgeenergy.com/RSVP or fill out the enclosed postage-paid reservation card and ***return it separately*** to MGE Energy. All shareholders may contact Shareholder Services at investor@mgeenergy.com or 800-356-6423 to make a reservation.

Your name tag is your admittance ticket to the meeting. Name tags will be mailed to shareholders making reservations before May 15, 2012. Name tags for late reservations will be available on the day of the meeting at the registration table.

Q.

Why did I receive more than one copy of this proxy statement?

A.

If you own our common stock in more than one account, such as individually and also jointly with your spouse, you may receive more than one copy of this document. This duplication can be eliminated. For information on combining the mailings into one, registered shareholders may contact Shareholder Services at investor@mgeenergy.com or toll-free at 800-356-6423. Street name holders should contact their broker.

Q.

Why is it important to vote?

A.

Your broker is no longer permitted to vote on your behalf on the election of directors and other nonroutine matters such as executive compensation. This change prohibits your broker from voting your shares in director elections without your direction. For your vote to be counted, you now need to communicate your voting instructions to your broker, bank or other financial institution before the date of the annual meeting. If you do not vote, your shares may not be represented at the annual meeting.

Q.

Why is there no advisory vote on executive compensation this year?

A.

At our annual meeting in 2011, we asked our shareholders to advise us regarding their desired frequency for advisory votes on executive compensation. While shareholders expressed different views, the frequency of three years garnered the most votes.

Q.

Where can I find information about executive compensation for 2011?

A.

See the information under "Executive Compensation" which starts on page 15 of this proxy statement, including the "Executive Summary" which summarizes our board's approach to executive compensation.

Q.

What is MGE Energy, Inc.?

A.

MGE Energy is an investor-owned public utility holding company formed in August 2002. Our headquarters are in Madison, Wisconsin, and we are the parent company of Madison Gas and Electric Co. (MGE), our principal subsidiary. Our executive offices are located at 133 South Blair Street, Madison, Wisconsin 53703.

VOTING

Number of Votes Per Share

Each share of common stock issued and outstanding as of the record date for the meeting is entitled to one vote at the meeting, except as described below for shareholders who own more than a specified percentage of our common stock.

The record date for the meeting is March 21, 2012. Holders of record as of such date can vote in person at the meeting or by proxy. By giving us your proxy, you are authorizing the individuals named on the proxy card (the proxies) to vote your shares in the manner you indicate. On March 21, 2012, there were 23,113,638 shares of our common stock issued and outstanding.

Our Articles of Incorporation contain a provision limiting the voting power of any shareholder who acquires more than 10 percent of our outstanding voting stock. In addition, under the Wisconsin Business Corporation Law, the voting power of shares held by any person in excess of 20 percent of the voting power in the election of directors is limited to 10 percent of the full voting power of the excess shares. To our knowledge, neither of these limitations currently applies to any shareholder.

How Street Name Holders May Vote

If you own shares through a broker, the registered holder of those shares is your broker or its nominee. If you receive our proxy materials from your broker, you should vote your shares by following the procedures specified by your broker. Your broker will tabulate the votes it received from its customers and submit a proxy card to us reflecting those votes. If you plan to vote your shares in person at the meeting, you should contact your broker to obtain a legal proxy.

Please note that, in the absence of any direction from you, your broker is not allowed to vote your shares in the election of directors. Your vote is important to us, and so we hope you will make your choices known to your broker using the means they provide to you.

How Registered Holders May Vote

If you personally hold a certificate for your shares, have direct registration shares on our books or have shares held by us in the Direct Stock Purchase and Dividend Reinvestment Plan, then you are the registered holder. Shares you have accumulated in the Direct Stock Purchase and Dividend Reinvestment Plan are held by the administrator under the nominee name of Madge & Co. Those shares, including your certificate or direct registration shares, will be voted in accordance with the direction given by you on your proxy.

As a convenience to you, we are providing you with the option to vote by proxy via the Internet or toll-free touch-tone telephone. Refer to your proxy card or e-notice for more information and instructions. If you prefer, you may cast your vote by returning your signed and dated proxy card. Instructions regarding all three methods of voting are included on the proxy card. The signature on the proxy card should correspond exactly with the name of the shareholder as it appears on the proxy card. Where stock is registered in the name of two or more persons, each of them should sign the proxy card. If you sign a proxy card as an attorney, officer, personal representative, administrator, trustee, guardian or in a similar capacity, please indicate your full title in that capacity.

In voting on:

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The election of directors in Proposal 1, you may vote for the election of both nominees or you may withhold your votes as to both or a specific nominee.

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The ratification of the selection of our independent registered public accounting firm in Proposal 2, you can specify whether you approve, disapprove or abstain.

If you sign and return the proxy card without specifying any instructions and without indicating expressly that you are not voting some or all of your shares on a particular proposal, your shares will be voted for the election of the nominees on the proxy card and for ratification of the selection of PricewaterhouseCoopers LLP.

Holders Needed to Establish a Quorum

A quorum is necessary to hold a valid meeting of shareholders. If holders of a majority of the outstanding shares of common stock are present in person or by proxy for any proposal to be acted upon at the meeting, then a quorum will exist for all proposals. In order to assure the presence of a quorum, please vote via the Internet, telephone or sign and return your proxy card promptly in the enclosed postage-paid envelope even if you plan to attend the meeting. Brokers are permitted to vote on the ratification of the selection of auditors, but not on the election of directors. Thus, broker votes as well as abstentions are counted for purposes of establishing a quorum for the meeting.

The Vote Necessary for Action to Be Taken

The two persons receiving the greatest number of votes will be elected to serve as Class II directors. Accordingly, withholding authority to vote for a director and abstentions will not affect the outcome of the election of directors.

More than one-half of the shares present in person or by proxy and entitled to vote at the annual meeting must vote for the ratification of the selection of auditors in order for that proposal to be approved. Abstentions have the same effect as a vote against ratification of the selection of our independent registered public accounting firm.

Revocation of Proxies

If you are a registered holder of our common stock, you may revoke your proxy by giving a written notice of revocation to our Corporate Secretary at any time before your proxy is voted, by executing a later-dated proxy card that is voted at the meeting or by attending the meeting and voting your shares in person. If your shares are held by a broker, you must contact your broker to revoke your proxy. Attendance at the meeting will not automatically revoke any authorization you have given to your broker.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on May 22, 2012

This proxy statement and our 2011 annual report to shareholders are available at www.mgeenergy.com/proxy. Shareholders can elect to receive email alerts when proxy and annual meeting materials are available on the Internet instead of receiving paper copies in the mail. If you are a registered holder of our common stock, you may sign up for email alerts via the Internet at www.mgeenergy.com/paperless or by contacting Shareholder Services. These alerts will notify you when the proxy materials are available. If your shares are held by a broker, you must contact your broker to receive these materials via the Internet.

Unless you prefer paper copies, please consider electronic delivery, which will help us reduce costs and the amount of resources used in connection with the annual meeting.

PROPOSAL 1 ELECTION OF DIRECTORS

As described below, the Board of Directors consists of eight directors divided into three classes. One class is elected each year for a term of three years. It is proposed that the two nominees listed below be elected to serve as Class II directors for a three-year term to expire at the 2015 annual meeting and upon the election and qualification of their successors. Your proxy may not be voted for a greater number of persons than the two nominees below.

All of our directors serve concurrently as directors of MGE. As discussed below under "Board of Directors Information," our Board of Directors has determined that all of our directors, other than Directors Stolper and Wolter, are independent as defined in the applicable Nasdaq Stock Market, Inc., listing standards. All of our directors live in our service area and have been active in the communities we serve. We believe that involvement brings an important perspective to our board deliberations and our community energy company focus.

Directors Nevin and Wolter are currently Class II directors whose terms expire at the 2012 Annual Meeting of Shareholders and who have been recommended by our Corporate Governance Committee and nominated by our board for reelection.

Each of the nominees has indicated a willingness to serve if elected, and the board has no reason to believe that any nominee will be unavailable for that service. If any nominee should become unable to serve, it is presently intended that your proxy will be voted for a substitute nominee designated by the board. Under the Company's retirement guidelines for directors, directors who have served as the chief executive officer (CEO) or who have been retained as a salaried consultant shall resign from the board no later than the date and time of the Annual Meeting of Shareholders following their 70th birthday; and other directors are expected to retire after completing the term during which he or she attains the age of 73, unless requested to remain by the board.

The board believes the directors of MGE Energy collectively have backgrounds and skills important for MGE Energy's business. The following biographies summarize the experiences, qualifications and skills that qualify our nominees and continuing directors to serve as directors of the Company.

Nominees for Election to the Board of Directors

The following paragraphs provide information regarding the background and qualifications of the nominees to our Board of Directors, both of whom are current directors.

Names (Ages)* and Business Experience	Director Since**
Nominees Class II Term Expiring in 2015	
John R. Nevin (68), Madison, Wisconsin Director Nevin is Grainger Professor and Executive Director, Grainger Center for Supply Chain Management and the Center for Brand Management at the Wisconsin School of Business, University of Wisconsin-Madison, where he has been a faculty member for 41 years. We believe Director Nevin's business education background (B.S., M.S. and PhD degrees in business) and his business analytical abilities (extensive economic damage analysis of financial statements while serving as an expert in litigation) assist our board in its consideration and analysis of our business strategy and proposed projects and its evaluation of plan implementation and operational results.	1998
Gary J. Wolter (57), Madison, Wisconsin Chairman, President and CEO of MGE Energy, Inc., and Madison Gas and Electric Co., of which he has been an officer since 1989 and an employee since 1984. Director Wolter is the only member of management on our board. Director Wolter is an attorney and has been involved in the public utility business for over 25 years.	2000

THE BOARD RECOMMENDS A VOTE "FOR" BOTH NOMINEES.

Members of the Board of Directors Continuing in Office

The following paragraphs provide information regarding the background and qualifications of the continuing members of our Board of Directors.

Class I Term Expiring in 2014	
Regina M. Millner (67), Madison, Wisconsin Director Millner is President, semiretired, of RMM Enterprises, Inc., which specializes in complex real estate projects and where she provides various legal, consulting and brokerage services for private clients and governmental agencies. She is an attorney and has worked as an analyst and broker in commercial real estate for more than 32 years. We believe Director Millner's analytical and financial skills that have been applied to commercial real estate, including the analysis of general market conditions, local and regional	1996

community and business trends, market risks and opportunities and financial returns, are valuable to the board in its consideration of general economic conditions in our service area and the consideration and evaluation of risks and opportunities in our business. Director Millner has served on our board for 16 years and has significant experience with our Company and its operations.

Londa J. Dewey (51), Madison, Wisconsin 2008

Director Dewey is President of QTI Management Services, Inc., d/b/a The QTI Group, a human resources and staffing company, which she has held since 2007. Prior thereto, she was former President of the Private Client Group and Market President at U.S. Bank where she was an employee from 1982 to 2007 and an Officer from 1985 to 2007. We believe Director Dewey's experience with financial analysis, investment management and risk assessment and management in the banking industry provides our board with valuable input on the identification, evaluation and assessment of financial and general business risks and the evaluation of strategies to address those risks and the implementation of our business strategy. We also believe Director Dewey's experience with human resource matters and knowledge of the local labor market are valuable resources in assessing our Company's employment policies and practices. Director Dewey holds the following directorships: American Family Insurance; past Chair of the Board, Meriter Health Services, Inc., and Meriter Hospital; director, Chair of the Board, Edgewood High School; director, University of Wisconsin Family Business Advisory Board; Chair of the Board, United Way of Dane County Foundation; and Director, Wausau Paper Corp.

Thomas R. Stolper (63), Madison, Wisconsin 2008
Director Stolper is Executive Vice President and a director of Pro Chemicals LLC, a manufacturer of cleaning and sanitizing products, for 10 years. He is a certified public accountant with over 40 years in public accounting. He was a partner in Clifton Gunderson LLP, certified public accountants and consultants, for 31 years. Director Stolper provided auditing, tax, financial services and advice for a broad array of business entities. In addition, he was an elected member of the firm's national board for 12 years. Director Stolper has served on numerous community and civic boards for more than 30 years including three terms as an elected public official. We believe Director Stolper's accounting, tax and auditing education and experience, as well as his business experience, assist our board in the review of accounting and financial reporting matters and in the review of proposed strategic plans and initiatives. We also believe that business experience, combined with his public service commitment and experience, assist in the evaluation of our business risks and opportunities within our service area and the consideration of the needs of the community we serve.

Class III Term Expiring in 2013

F. Curtis Hastings (66), Madison, Wisconsin 1999
Director Hastings is Chairman of J. H. Findorff & Son, Inc., a large commercial and industrial construction general contractor and design builder, with which he has been associated for more than 39 years. We believe Director Hastings' experience with the management and oversight of a large company brings an important perspective to our board in its oversight of our operations. His particular knowledge of the construction industry assists our board in its understanding and oversight of the various significant construction projects that we have undertaken over the past several years with respect to power plant construction, wind farm construction and the general construction activities that constitute a recurring part of an electric and gas utility's operations. He is familiar with the management and control of large projects, cost control and schedule management. Director Hastings has also served as a director of National Guardian Life Insurance Co. from 1981 to present.

James L. Possin (60), Madison, Wisconsin 2009
Director Possin is a tax consultant with James L. Possin CPA, LLC. In 1976, Director Possin started working at Grant Thornton LLP, a registered public accounting firm. From 1990 to 2007, he was a partner where he advised on tax- and financial-related matters. Director Possin is a certified public accountant and holds degrees in accounting and law from the University of Wisconsin-Madison. Director Possin also serves on the Audit Committee of Oakwood Lutheran Homes Association, Inc. We believe Director Possin's background and current accounting and tax employment adds valuable accounting, tax and financial reporting experience to our board. We believe that experience, and his familiarity with financial reporting principles and requirements, will assist in our board's oversight of financial reporting and tax matters as well as the identification and management of financial risk exposures.

Mark D. Bugher (63), Madison, Wisconsin 2010
Director Bugher is Director of the University Research Park, University of Wisconsin-Madison, a position he has held since 1999. Prior to joining the Research Park, he served the State of Wisconsin as Secretary of Administration from 1996 to 1999 and as Secretary of Revenue from 1988 to 1996. Director Bugher serves on the board of First Business Financial Services, Inc., as a member of the corporate governance and compensation committees. Director Bugher also chairs the Wisconsin Technology Council and serves on the Greater Madison Chamber of Commerce Board (past chair 2008-2009). He is a recognized leader in the Madison business community and brings an understanding of the business environment and economy within our service area. As a result of his governmental service, Director Bugher has insights into public policies, priorities and objectives that assist our board in evaluating longer-range trends that may affect the

community we serve and our business. His experience at the University Research Park will assist with fiscal and strategic matters as well as with the evaluation of technology trends and developments that may affect the generation and distribution of electricity and the distribution of gas.

*

Ages as of December 31, 2011.

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Date when first became a director of MGE. Directors Dewey and Stolper became directors of MGE Energy, Inc., in 2008. Director Possin became a director of MGE Energy, Inc., in 2009. Director Bugher became a director of MGE Energy, Inc., in 2010. The other persons became directors of MGE Energy, Inc., when it became the holding company of MGE in August 2002.

PROPOSAL 2 RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS

OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The second proposal to be considered at the annual meeting is the ratification of our selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2012. If the shareholders do not ratify the selection or if PricewaterhouseCoopers LLP declines to act or otherwise becomes incapable of acting or if their appointment is otherwise discontinued, we will appoint other independent registered public accountants.

We selected PricewaterhouseCoopers LLP to audit our consolidated financial statements for 2012. PricewaterhouseCoopers LLP is expected to have a representative present at the 2012 annual meeting who may make a statement and will be available to respond to appropriate questions from shareholders.

Our Audit Committee approves each engagement of the independent registered public accounting firm to render any audit or non-audit services before the firm is engaged to render those services. The Chairman of the Audit Committee or other designated Audit Committee member may represent the entire Audit Committee for purposes of this approval. Any services approved by the Chairman or other designated Audit Committee member are reported to the full Audit Committee at the next scheduled Audit Committee meeting after such approval has been given. No exceptions to this approval process are allowed under the Audit Committee Charter; and thus, none of the services described in the following table were approved pursuant to Rule 2-01(c)(7)(i)(C) of Regulation S-X, which otherwise would allow de minimis amounts of services to be provided without specific approval.

The following table presents fees for professional services rendered by PricewaterhouseCoopers LLP for the years ended December 31, 2011 and 2010. (Fees include amounts related to the year indicated, which may differ from amounts billed.)

Independent Registered Public Accounting Firm Fees Disclosure	2011 Fees	2010 Fees
Audit Fees:		
Audit of financial statements and internal controls	$712,000	$712,000
Review of SEC filings, comfort letters and comment letters	$6,500	$6,400
Total Audit Fees	$718,500	$718,400
Audit-Related Fees:		
Services rendered for Department of Energy grant compliance audit	$45,000	$0
Services rendered for utility commission-mandated obligations	$26,000	$13,400
Total Audit-Related Fees	$71,000	$13,400

Tax Fees:		
Services rendered to change tax method of accounting for repairs	$119,881	$53,359
Review of federal and state income tax returns	$36,600	$33,560
Total Tax Fees	$156,481	$86,919
All Other Fees:		
Federal stimulus grant pre-compliance assessment	$0	$31,122
Generation projects advisory services	$24,204	$14,930
Fee to access online accounting standards library	$3,600	$3,600
Total All Other Fees	$27,804	$49,652

THE BOARD RECOMMENDS A VOTE "FOR" THE RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.

TRANSACTION OF OTHER BUSINESS

Our Board of Directors does not intend to present any business for action by our shareholders at the meeting except the matters referred to in this document. If any other matters should be properly presented at the meeting, it is the intention of the persons named in the accompanying form of proxy to vote thereon in accordance with the recommendations of our Board of Directors.

Whether or not you expect to be present at the meeting, please complete, sign, date and promptly return your proxy card in the enclosed postage-paid envelope, call the toll-free number or log on to the Internet.

BENEFICIAL OWNERSHIP

Beneficial Ownership of Common Stock

The following table lists the beneficial ownership of our common stock as of December 31, 2011 (except as otherwise noted), of each director and nominee, the individuals named in the Summary Compensation Table and the directors and executive officers as a group, and each person known to us to be the beneficial owner of more than 5 percent of our outstanding common stock. In each case, the indicated owner has sole voting power and sole investment power with respect to the shares shown except as noted.

Name	Number of Shares Beneficially Owned	Percent of Outstanding Common Stock
James G. Bidlingmaier	5,876	*
Mark D. Bugher	620	*
Londa J. Dewey	3,000	*
Kristine A. Euclide	3,469 (1)	*
F. Curtis Hastings	4,085	*
Regina M. Millner	1,553	*
Scott A. Neitzel	3,696 (1)	*
John R. Nevin	2,534	*
Jeffrey C. Newman	4,859 (1)(2)	*
James L. Possin	1,282	*
Thomas R. Stolper	2,600	*
Gary J. Wolter	11,585 (1)(2)	*
All directors and executive officers as a group (14 persons)	55,310 (2)	*
BlackRock, Inc.	1,293,089 (3)	5.59%
Vanguard Group, Inc.	1,191,230 (4)	5.15%

*

Less than 1 percent.

(1)

K. Euclide, S. Neitzel, J. Newman and G. Wolter are directors of Madison Gas and Electric Foundation, Inc., and, as such, have shared voting and investment power in an additional 12,000 shares of our common stock held by the Foundation. These shares are not shown in the numbers in the table. The Foundation was formed by, and receives contributions primarily from, MGE, which contributions are used for charitable purposes.

(2)

Includes common stock held by executive officers in the MGE 401(k) defined contribution plan with respect to which those persons have sole voting and investment power: J. Newman, 90 shares; G. Wolter, 161 shares; and executive officers as a group, 6,164 shares.

(3)

Information contained on Schedule 13G filed with the Securities and Exchange Commission (SEC) for the year ended December 31, 2011, by BlackRock, Inc., 40 East 52nd Street, New York, New York 10022.

(4)

Information contained on Schedule 13F filed with the SEC for the year ended December 31, 2011, by Vanguard Group, Inc., 100 Vanguard Boulevard, Malvern, Pennsylvania 19355.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, executive officers and persons who own more than 10 percent of our common stock to file reports of ownership and changes in ownership with the SEC. Those persons are also required to furnish us with copies of those reports. Based solely on our review of the copies of the reports received by us and written representations from certain reporting persons, we note that all of our directors and executive officers (we do not have any greater than 10 percent shareholders) filed all required reports during or with respect to the year ended December 31, 2011, on a timely basis.

BOARD OF DIRECTORS INFORMATION

Our board provides oversight with respect to the Company's long-term strategic plan, business initiatives, major capital projects and budget matters. Members of the board are kept informed of our business by various reports and documents provided to them on a regular basis including operating and financial reports made at board and committee meetings by our CEO and other officers.

Board Leadership Structure

Our CEO serves as the Chairman of our Board of Directors, and Director Millner, who is an independent member of our board as determined under the guidelines adopted by the Nasdaq Stock Market, Inc., serves as our lead director. Director Millner has served as a member of our board since 1996 and has extensive experience with the operation of our board and business.

Our board believes its current board leadership structure encourages independent director participation and engagement while deriving the benefit of having our CEO also serve as Chairman of the Board. As the individual with primary responsibility for managing the Company's day-to-day operations, he is best positioned to chair regular board meetings as we discuss key business and strategic issues. Coupled with an independent lead director, this combined structure provides independent oversight while avoiding unnecessary confusion regarding the board's oversight responsibilities and day-to-day management of business operations.

The board has structured the role of our lead independent director to strike an appropriate balance to the combined Chairman and CEO role and to fulfill the important requirements of independent leadership on the board. The lead director calls meetings of the board or executive sessions with our independent directors; chairs executive sessions of the independent directors; provides input to the Chairman on the scope, quality, quantity and timeliness of the information provided to the board; serves as a nonexclusive conduit to the Chairman of views and concerns of our independent directors; and chairs our Corporate Governance Committee, which monitors the composition and structure of our board and assists in board recruitment efforts.

Risk Oversight

Our board is involved in the process of overseeing the primary operational, financial and regulatory risks we face in the conduct of our business. Trends in economic, business and commodity market conditions; legislative and regulatory initiatives and their potential or actual effects upon operations and capital expenditures; and operational issues are recurring matters considered by our board in the course of its regular meetings. Our CEO generally leads in the identification of risk discussion matters; however, all of our directors are encouraged to initiate discussion at any time, either directly or through our lead director, on any areas of concern, including risk identification and assessment, controls, management and oversight. During 2011, our board held two meetings with management for the purpose of reviewing and discussing in detail the various risks faced by the Company and the policies, processes and controls in place to assess and manage those risks. Meetings devoted solely to risk evaluation and assessment were last held in 2009.

Committees

Our board has four standing committees, the principal responsibilities of which are described below. The following table sets forth the current membership of each committee and the number of meetings held during 2011:

Name	Audit Committee	Compensation Committee	Executive Committee	Corporate Governance Committee
Mark D. Bugher	X			X
F. Curtis Hastings	X	X		X
Regina M. Millner (1)	X	X	X	X(2)
John R. Nevin	X	X(2)	X	X
James L. Possin	X(2)			X
Gary J. Wolter			X	
Number of Meetings	5	4	0	1

(1)

Lead Independent Director.

(2)

Committee Chairperson.

11

Corporate Governance Committee

The Corporate Governance Committee is responsible for taking a leadership role in shaping corporate governance of the Company. The committee reviews and makes recommendations to the board regarding corporate governance principles applicable to the Company and concerning board and committee organization, membership, function and effectiveness. Our board has adopted a Corporate Governance Committee Charter and Corporate Governance Guidelines, which are posted on our website at www.mgeenergy.com/corpgov. More information regarding our corporate governance practices can be found at our website. Each of the members of the committee is independent as defined in applicable Nasdaq Stock Market, Inc., listing standards.

The Corporate Governance Committee also reviews candidates for our board and makes nominations of appropriate candidates for election to the board. As stated in our Corporate Governance Guidelines, the candidate review criteria includes characteristics such as integrity, business experience, knowledge and independence of judgment, as well as diversity in business backgrounds in order to bring different experiences and perspectives to the board. Diversity in personal background, race, gender, age and nationality, for the board as a whole, may be taken into account in considering candidates. While screening candidates, the committee will examine potential conflicts of interest including interlocking directorships and substantial business, civic and social relationships with other members of the board that could impair a prospective board member's ability to act independently.

The Corporate Governance Committee also considers qualified director candidates suggested by our shareholders. Shareholders can suggest candidates by writing to MGE Energy, Inc., Post Office Box 1231, Madison, Wisconsin 53701-1231, Attention: Corporate Secretary. Submissions should describe the candidate's background, experience and ownership of our shares and otherwise address the factors considered by the committee as described in our Corporate Governance Guidelines posted on our website at www.mgeenergy.com/corpgov. The Corporate Governance Committee will apply the same standards in considering candidates recommended by shareholders as it applies to other candidates. In 2012, the director nominees are currently members of our board.

Audit Committee

Our board has an Audit Committee that oversees our relationship with our internal auditors and independent registered public accounting firm and discusses with them the scope and results of their audits, accounting practices and the adequacy of our internal controls. The Audit Committee also reviews all "related party transactions" for potential conflict of interest situations. A related party transaction is a transaction between us and our directors, executive officers or their immediate family members that are required to be disclosed pursuant to applicable SEC rules. The committee has a written charter which is posted on our website at www.mgeenergy.com/corpgov.

The Audit Committee has established a policy to preapprove all audit and non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Preapproval is generally provided for up to one year. Any preapproval is detailed as to the particular service or category of services and is subject to a specific budget. Once preapproved, the services and preapproved amounts are monitored against actual charges incurred and modified if appropriate.

The Audit Committee consists of five independent directors, each of whom our board has determined has no material relationship with us and is otherwise independent under the listing requirements of the Nasdaq Stock Market, Inc., and the Company's Directors Independence Standards set forth in our Corporate Governance Guidelines. In addition, all Audit Committee members must meet the heightened standards for independence for Audit Committee members imposed by the SEC. Under those heightened standards, a director may not serve on the Audit Committee if the director (i) has received any consulting, advisory or other compensatory fees from us (other than in his or her capacity as a director) or (ii) is affiliated with us or any of our subsidiaries. Our Board of Directors has determined that Director Possin is an "audit committee financial expert," as defined by applicable SEC rules, and determined that he is independent under the independence standards applicable to Audit Committee members under the listing requirements of the Nasdaq Stock Market, Inc.

Compensation Committee

The function of the Compensation Committee is to review the salaries, fees and other benefits of officers and directors and recommend compensation adjustments to the board. The board has adopted a Compensation Committee Charter which is posted on our website at www.mgeenergy.com/corpgov. See "Executive Compensation - Role of the Compensation Committee" for further information regarding the role of the Compensation Committee in our executive compensation programs.

The Compensation Committee consists of three directors, each of whom the board has determined has no material relationship with us and is otherwise independent under the listing requirements of Nasdaq Stock Market, Inc., and the Company's Directors Independence Standards.

Executive Committee

The Executive Committee acts in lieu of the full board and between meetings of the board. The Executive Committee has the powers of the board in the management of our business and affairs, except action with respect to dividends to shareholders, election of principal officers or the filling of vacancies on the board or committees created by the board. Since our board meets monthly, there has not been a need for the Executive Committee to meet or take action.

Director Independence

Our board makes an annual assessment of the independence of our directors under the independence guidelines adopted by Nasdaq Stock Market, Inc. Those guidelines are generally aimed at determining whether a director has a relationship which, in the opinion of our board, would interfere with the exercise of independent judgment in carrying out their responsibilities as a director. The guidelines identify certain relationships that are considered to affect independence, such as a current or past employment relationship with us, the receipt by the director or one of his or her family members of compensation in excess of $120,000 from us for other than board or board committee service and commercial relationships exceeding specified dollar thresholds. These guidelines are also reflected in our Corporate Governance Guidelines which are posted on our website at www.mgeenergy.com/corpgov.

Our board has determined that each of Directors Dewey, Millner, Bugher, Hastings, Nevin and Possin are independent under the Nasdaq Stock Market, Inc., definition of independence. In reaching that determination, the board considered certain relationships or arrangements that are described below. In each case, the amounts involved in the transactions between us and our subsidiaries, on the one hand, and the companies with which a director or an immediate family member is associated, on the other hand, fell below the amounts identified in our Corporate Governance Principles and Nasdaq Stock Market, Inc., requirements as being thresholds for concerns about their effect on director independence. Because we provide utility services through our subsidiary, MGE, and many of our directors live in the area served by MGE, many of our directors either directly receive, or are affiliated with entities that receive, utility services from MGE. Similarly, because we and our subsidiaries are active in the community and make substantial charitable contributions and many of our directors live in communities served by MGE and are active in those communities, many of our directors are affiliated with charities that receive contributions from us and our subsidiaries. In addition to those relationships and arrangements, our board also considered the following:

Director Hastings is Chairman of J. H. Findorff & Son, Inc., a commercial and industrial general contractor, from whom we have purchased construction services pursuant to competitive solicitations for such services. Payments made by MGE to J. H. Findorff & Son, Inc., for services rendered were zero in 2009, less than 1 percent of J. H. Findorff & Son, Inc.'s gross annual revenue in 2010 and zero in 2011.

Director Dewey is a director of Meriter Hospital and Meriter Health Services, which is a large customer of our gas and electric service. She is also President of QTI Management Services, Inc., d/b/a The QTI Group, a human resources and staffing company from which we have procured temporary employment services and nonexecutive consulting services. Director Dewey is not involved in, and does not benefit from, the performance of those services. Payments made by MGE to QTI Management Services, Inc., resulted in less than one quarter of 1 percent of QTI Management Services, Inc.'s gross annual revenue in 2011, 2010 and 2009 and were considered immaterial under Nasdaq Stock Market, Inc.'s independence guidelines. Our board did not, and does not, believe that such services have affected Director Dewey's independence in addressing matters before the board.

Related Person Transactions

We have a written policy for the review, approval or ratification of any transaction with the Company or its subsidiaries involving an amount in excess of $120,000 in which any director, executive officer, nominee for director or any of their immediate family members had a material interest, as contemplated by Item 404(a) of the SEC's Regulation S-K. Under these policies and procedures, our Audit Committee reviews any transactions identified by our Director - Internal Audit based upon information gathered by our Director - Internal Audit. Based upon that review, the committee either approves, ratifies or rejects the identified transaction. Information gathered by our Director - Internal Audit includes:

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The related person's relationship to the Company and interest in the transaction.

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The material facts of the transaction, including size, time frame and consideration.

.

The manner in which the transaction was procured, including the process used, the persons involved and the factors considered in entering into the particular transaction.

.

The availability of other sources of comparable goods and services.

13

The purpose of the information is to enable our Audit Committee to perform its review and to consider whether the transaction is on terms that are at least as favorable to the Company as achievable from an unaffiliated third party or, in the case of unique or sole source procurements, whether the transaction is fair to the Company.

Director Stolper joined our Board of Directors in December 2008. Director Stolper's brother, Daniel Stolper, and his sister-in-law, Barbara Neider, are partners in the law firm of Stafford Rosenbaum LLP. That firm has provided a variety of legal services to the Company and its subsidiaries for more than 50 years, including 2011, and continues to provide those services. During 2011, we paid total fees of $1,230,000 to Stafford Rosenbaum LLP for a variety of legal services. Our Audit Committee reviewed these transactions and concluded, in view of the long-standing relationship between the Company and the law firm, the nature of the services and the manner in which they are requested, the transactions were at least as favorable to the Company as would be obtainable from a third party. Director Stolper is not involved in the selection of the Company's counsel and does not discuss the Company's legal services with his brother or sister-in-law, and the existing relationship with the law firm was not part of the basis for Director Stolper's selection and election to the board.

Nonemployee Director Compensation

Directors who are our employees receive no additional fee for service as a director or a committee member. In 2011, nonemployee directors received cash payments as shown in the table below.

2011 Director Compensation

Name	Fees Earned or Paid in Cash	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
	($)(1)	($)	($)	($)	($)	($)	($)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Mark D. Bugher	61,500 (2)	-	-	-	-	-	61,500
Londa J. Dewey	66,000 (2)	-	-	-	-	-	66,000
F. Curtis Hastings	63,000 (2)	-	-	-	-	-	63,000
Regina M. Millner	77,500 (2)	-	-	-	-	-	77,500
John R. Nevin	72,500 (2)	-	-	-	-	-	72,500
James L. Possin	70,762 (2)	-	-	-	-	-	70,762
Thomas R. Stolper	61,500 (2)	-	-	-	-	-	61,500

H. Lee Swanson	23,087 (2)(3)	-	-	-	-	-	23,087

(1)

Consists of the amounts described below under "Cash Compensation."

(2)

Includes amounts paid for attending director educational activities.

(3)

Director Swanson reached the mandatory retirement age stated in our Corporate Governance Guidelines and did not stand for reelection at our annual meeting in May 2011.

Cash Compensation

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Attendance Fees: Each nonemployee director received a fee of $1,500 for attendance at board meetings and a fee of $1,500 for attendance at committee meetings to which that director is a member or to which that director is invited. Directors receive $1,500 for each director educational activity they attend.

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Annual Retainer Fee: Each nonemployee director receives an annual retainer fee of $30,000.

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Chairmanships: The committee chairperson of the Audit Committee is paid an additional $12,500 annually, the independent lead director (who is also the committee chairperson of the Corporate Governance Committee) is paid an additional $10,000 annually and the committee chairperson of the Compensation Committee is paid an additional $5,000 annually.

The board met 14 times in 2011. Each member of the board attended more than 75 percent of the total number of meetings of the board and the committees on which he or she served.

Policy Regarding Annual Meeting Attendance

Our policy is to encourage our directors to attend the Annual Meeting of Shareholders. All of our directors were present at last year's annual meeting.

Audit Committee Report

Our Audit Committee consists of five independent directors who, pursuant to the Audit Committee's Charter, oversee our financial reporting process on behalf of our board. Their duties and responsibilities are briefly described above under "Committees - Audit Committee" and are set forth in more detail in the Audit Committee Charter adopted by the board. The Audit Committee Charter is available on our website at www.mgeenergy.com/corpgov.

Our Audit Committee has issued the following report:

In the course of fulfilling our responsibilities, we have:

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Discussed with the Company's internal auditors and independent registered public accounting firm, PricewaterhouseCoopers LLP, the overall scope, plans and results of their respective audits;

.

Reviewed and discussed with management the audited financial statements for the year ended December 31, 2011;

.

Discussed with the representatives of PricewaterhouseCoopers LLP all matters required to be discussed by *Statement on Auditing Standards* No. 61, as amended (AICPA, *Professional Standards*, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T;

.

Received the written disclosures and the letter from PricewaterhouseCoopers LLP as required by applicable requirements of the Public Company Accounting Oversight Board regarding an independent accountant's communications with audit committees concerning independence;

.

Discussed with PricewaterhouseCoopers LLP their independence from the Company and management; and

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Considered whether the provision by PricewaterhouseCoopers LLP of non-audit services is compatible with maintaining their independence.

Based on the foregoing, we have recommended to the board that the audited financial statements referred to above be included in our annual report on Form 10-K for the fiscal year ended December 31, 2011.

Mark D. Bugher	John R. Nevin
F. Curtis Hastings	James L. Possin (Chairperson)
Regina M. Millner	

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive Summary

Our compensation program is designed to compensate our executives fairly based upon an assessment of compensation available in the marketplace where we compete for executive personnel and our desire to achieve a balance of short-term and long-term rewards for maintaining and improving Company performance and shareholder value. It is administered by our Compensation Committee which is composed of independent directors. They are assisted by an independent compensation consultant. The board has used various compensation consultants over time. The current compensation consultant is Towers Watson.

Our approach to establishing executive compensation is to benchmark the ranges of executive compensation and then to set overall compensation within a competitive market range. Market-based salary ranges are examined for each position, and an executive's positioning within that range is determined by that individual's experience in their position, as well as the Company's evaluation of that individual's performance during the year. Our overall executive compensation for 2011 included:

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Base salary;

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Short-term incentive compensation, based upon both objective measures (as shown on page 20) and a subjective assessment of annual performance, which in both cases is designed to encourage and reward the accomplishment of goals intended to benefit the Company and its shareholders; and

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Long-term incentive compensation payable in cash based upon the performance of our stock over a five-year period which is intended to tie a portion of executive compensation more directly to the creation of long-term shareholder value.

We do not have a stock award plan and thus have not issued any stock options or restricted stock awards.

The Compensation Committee and board believe it is important to control executive compensation. In 2010, the committee's independent compensation consultant performed a study comparing base pay, annual bonuses and long-term compensation of MGE Energy's CEO to a peer group. When comparing the CEO's 2011 pay to the peer group midpoint used for 2010, the CEO is paid slightly less than 80 percent of that midpoint.

Our compensation program is designed to link a significant portion of the compensation of our named executive officers (NEO) to defined performance standards that promote balance between the drive for near-term growth and long-term increase in shareholder value.

We believe our compensation program has assisted us in achieving good performance for our customers, employees and shareholders. During 2011, we met or exceeded performance goals related to customer satisfaction and reliability. Earnings per share in 2011 exceeded our earnings per share target for 2011 by 13.8 percent (target shown on page 20). At the end of 2011, our relative total shareholder return outperformed both the Russell 2000 index and Edison Electric Institute (EEI) Index of Investor-Owned Electric Utilities over the last five years as shown in the graph below.

Cumulative Total Return Comparison

(assumes $1,000 invested on 12/31/2006 with dividends reinvested)

	Value of Investment at December 31					
	2006	2007	2008	2009	2010	2011
MGE Energy, Inc.	$1,000	$1,010	$980	$1,110	$1,383	$1,568
Russell 2000	$1,000	$984	$652	$829	$1,051	$1,008
EEI Index of Investor-Owned Electric Utilities	$1,000	$1,166	$864	$956	$1,023	$1,228

Compensation Objective and Strategy

The principal goal of our compensation program has been to pay employees, including all of our executive officers, at levels which are:

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Reflective of how well we are achieving our corporate mission;

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Consistent with our current financial condition, recent earnings, rates and total shareholder return and the projected change in the Consumer Price Index;

.

Reflective of each individual's performance, experience and overall actual and potential contribution to our Company; and

.

Competitive in the marketplace for similarly situated employees.

Our Compensation Committee strives to administer our compensation programs in a manner that is fair and consistent over time. Through our compensation design (and with the help of the committee's independent compensation consultant), the committee seeks to:

.

Foster an organizational culture to encourage executives to make decisions that create shareholder value within the framework of our corporate objectives;

.

Use a clear, simple-to-understand reward design to allow the Company to attract and retain competent management talent necessary to continue to improve the Company's long-term performance;

.

Offer employees competitive pay with an additional opportunity to earn enhancements when Company and individual performance exceeds expectations; and

.

Support our compensation program with appropriate performance management and communications efforts.

Our compensation program considers performance goals that are critical to our business success. These goals include specific objectives developed by our Compensation Committee with input from our management and Board of Directors. These goals include earnings, system reliability and customer satisfaction. The committee and board also consider other corporate performance measures such as bond ratings, cost containment and management of day-to-day operations as well as individual performance measures.

In addition to its review of external competitive factors, the committee considers internal equity among colleagues in determining compensation levels. Toward this end, the committee also uses the projected increase in the Consumer Price Index as a guideline for the aggregate annual increase in pay for both executives and employees. This means that while the committee considers competitive pay data for specific positions, such data is not the sole factor considered in setting pay levels as the committee believes promoting internal equity helps to provide long-term stability among its senior management.

To better align the Company's pay packages with the interests of our shareholders and customers, our committee believes it is important to place a significant amount of an executive's total compensation at risk in the form of variable pay. This means that for select senior executives, an additional long-term incentive plan gives executives the opportunity to earn additional cash awards based on the performance of the Company over a multiyear period of time. Actual award levels are determined based on a variety of factors determined by the committee including Company performance, individual performance and market data. Initial amounts for the 2011 annual award cycle were set at 30 percent of each executive's base salary, which amount may rise or fall over the five-year term of the award as described in the next paragraph.

Our compensation strategy is to promote a long-term commitment to the Company. This means that while we believe compensation should have a strong performance link, we also believe the Company benefits from creating a team of tenured, seasoned professionals with significant industry experience. To encourage the long-term commitment we seek, the long-term incentive portion of our compensation structure offers awards that vary in value directly with increases and decreases in our stock price and dividends paid to shareholders. Awards under this long-term incentive plan generally vest over five years and all awards have "back-loaded" vesting, which means the majority of the value of the award vests in the later years. The purpose of this vesting mechanism, combined with the annual grant design, is to promote long-term retention and stability among the senior management team by creating significant potential forfeitures of value for employees who depart for other employment opportunities prior to the conclusion of the vesting period. The committee believes this approach will appropriately reward our executives while protecting the Company's long-term investment in its executives.

Our Compensation Committee does not believe that our policies and practices with respect to executive and nonexecutive compensation are likely to encourage risk-taking outside our established policies, practices and risk management programs.

Role of the Compensation Committee

Our Compensation Committee is composed of three directors John R. Nevin (the Chair), F. Curtis Hastings and Regina Millner all of whom have been determined by our board to be independent directors under Nasdaq Stock Market, Inc., governance requirements. The committee's function is described in its charter which has been approved by our full board and can be found in the Corporate Governance section of our website at www.mgeenergy.com/corpgov.

The Compensation Committee, in consultation with its independent compensation consultant and the other independent directors on our board, determines the amounts and elements of compensation for our executive officers and provides overall guidance for our executive compensation policies and programs. Our independent directors are responsible for the final approval of those recommendations, as they relate to the compensation of our CEO; and our board, including our CEO, is responsible for the final approval of those recommendations as they relate to the compensation of our executive officers other than our CEO.

Under its charter, our Compensation Committee is empowered to retain, compensate and terminate compensation consultants and other advisors as considered necessary to the accomplishment of its work. In July 2010, the committee hired a new, independent compensation consultant, Towers Watson, to assist it with a review and benchmarking of the existing compensation programs and levels. The consultant was hired directly by the committee, and the committee retains full autonomy to direct the consultant's activities. The consultant has no prior relationship with our CEO or any of our Company's senior management. The consultant performs no services for the Company other than those requested by, or on behalf of, the committee.

In the process of assisting the committee, the compensation consultant may interact directly with our CEO, Assistant Vice President - Human Resources, Company General Counsel and/or the Chief Financial Officer and their staffs to provide the committee with relevant compensation and performance data for our executives and the Company. In addition, the consultant may seek comment and feedback from specific members of our Company's management to the extent the consultant finds it necessary or desirable to do so.

To arrive at informed decisions, the committee collects and/or considers input from various sources and may invite certain senior executives or non-committee board members to attend committee meetings to discuss executive compensation and individual performance. Subject to the committee's direction, invitees provide additional insight, suggestions or recommendations regarding compensation decisions. Deliberations generally occur with input from the compensation consultant, management or other board members. Only independent board members may vote on compensation decisions for the CEO, which are always done without the CEO or any other members of management being present. The committee also considered the results of the most recent shareholder advisory vote on executive compensation in which shareholders expressed strong support in their approval of our executive compensation as disclosed in our proxy statement.

Compensation/Benefits Structure

Our compensation and benefits structure involves the following:

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Pay Levels: Determination of the appropriate pay opportunity;

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Pay Mix: Determination of each element of compensation, its purpose and design and its relationship to the overall pay program; and

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Pay for Performance: Determination of the performance measures and goals used in the pay programs.

Pay Levels

Pay levels for all employees, including our NEOs, are determined based on a number of factors, including each individual's roles and responsibilities, the projected increase in the Consumer Price Index, the individual's experience and expertise and expected contribution, pay levels for peer positions within the Company, pay levels for similar job functions in the marketplace and performance of our Company as a whole.

In 2010, the committee asked its compensation consultant to perform a study of "competitive market" compensation. Working with the committee, the compensation consultant sought to identify a peer group for the study, looking at general industry survey data, industry-specific survey data and information available from published proxy statements. The objective was to identify companies representing the Company's broad labor market for talent, while maintaining comparability, having sufficient size to avoid distortions from a single company and ensuring sufficient and credible data are available. The following companies were identified at the time of the study as the peer group:

Companies Used for Compensation and Benchmark Purposes

ALLETE, Inc.	El Paso Electric Company	Ormat Technologies Inc.
Atlantic Power Corporation	The Empire District Electric Company	South Jersey Industries, Inc.
Black Hills Corporation	EQT Corporation	Star Gas Partners LP
Central Vermont Public Service	IdaCorp, Inc.	Suburban Propane Partners LP
CH Energy Group Inc.	ITC Holdings Corporation	UIL Holdings Corporation
Chesapeake Utilities Corporation	Northwest Natural Gas Company	Unitil Corporation
Cleco Corporation	Northwestern Corporation	

Executive salaries are established to reflect competitive salary levels for similar positions in similar-sized companies with similar industry characteristics as noted above. For these reasons, the peer group of companies listed above is used for compensation comparison and pay benchmark purposes. Where applicable, peer company information may be supplemented with general and industry-specific survey data that provides position-based compensation levels across broad industry segments.

Relative to the competitive market data, our committee examines the range of market data but does not set a specific targeted percentile as part of its compensation philosophy. An executive's positioning against the competitive labor market would reflect that executive's experience, marketability and performance over a period of time. While we use benchmarking as described above in determining appropriate compensation ranges, the committee avoids making "automatic" adjustments based on an employee's positioning relative to the market. The committee believes this approach better utilizes competitive data to facilitate rather than drive the Company's pay decisions, which results in appropriate recognition of our top performers.

Depending on whether Company and individual performance meets expectations, realized total compensation during any given year may be above or below the benchmark compensation levels. The amount and structure of compensation can also vary by executive due to negotiations and competitive pressures inherent in attracting and hiring experienced utility managerial talent in the utilities industry. To help attract and retain such talent, the committee also seeks to provide an appropriate level of employee benefits comparable to those in the utility industry and to publicly traded companies in the state of Wisconsin.

Pay Mix

Our compensation program consists of each of the following components:

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Base Salaries: Fixed pay over standard time periods in an amount based upon an individual's experience, expected contribution and demonstrated level of individual performance.

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Short-Term Incentives: For 2011, incentives were determined by the board. The incentives are based on objective metric-specific targets, a subjective assessment of overall corporate performance and a subjective assessment of individual performance. Achieving the target bonus opportunity for all categories would yield a 100 percent payout of the target bonus amount. The target bonus amount for the CEO is 50 percent, and the remaining NEOs is 35 percent, of annualized base pay at December 31, 2011. The components that make up the target bonus opportunity are shown below:

–

40 percent upon the achievement of objective targets (actual payout for all NEOs was 55.375 percent, see page 20).

–

30 percent upon a subjective assessment of the degree of achievement of specified corporate goals. The corporate goals are not formula-based and require judgment to be applied on the part of the committee and board (actual payout for all NEOs was 35 percent, see page 21).

–

30 percent upon a subjective assessment of the degree of achievement of specified individual goals. The individual goals are not formula-based and require judgment to be applied on the part of the committee and board (actual payout for the CEO was 36 percent and between 30 percent and 36 percent for the remaining NEOs, see page 21).

.

Long-Term Incentives: Cash awards tied to increases in shareholder value over periods of time exceeding one year (currently a five-year period). Long-term awards help align the financial interests of our executives with those of our shareholders, reward achievement of our strategic goals and initiatives and provide critical stability among management through retention features. The Company does not currently grant any stock options or other form of stock-based equity to its executives. Accordingly, the current cash long-term incentive program, also referred to as our performance unit plan, is the Company's sole long-term compensation vehicle. For 2011, each NEO was granted a performance unit award of 30 percent of base salary.

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Other Benefits: Additional programs offered to provide tax-advantaged income deferral and investments, appropriate health care coverage and other benefits which assist our Company to attract and retain the best employees.

Base Salaries

We pay base salaries to assure management with a level of fixed compensation at competitive levels to reflect their professional skills, responsibilities and performance in order to attract and retain key executives. We adjust base salaries taking into consideration changes in the market, changes in responsibilities and performance against job expectations. We also consider the nature of the position, responsibilities, skills and experience of the officer and his or her past performance. The committee and board consider expectations with respect to the economic and regulatory climate at the time of review.

Short-Term Incentives

Our executive officers, including our NEOs, are partially compensated by annual bonuses, or short-term (annual) incentives. As described below, the amount of these incentives that is paid is determined, in part, on objective measures and, in part, on a subjective assessment of accomplishments. This element of compensation provides executive officers with the opportunity for annual cash bonuses tied directly to the achievement of Company and individual performance goals. The committee and board encourage executive officers to achieve superior annual performance on key financial, strategic and operational goals.

Below are metric-based targets the committee and board set in consultation with the committee's independent compensation consultant and management. The three areas identified were: (1) earnings per share, (2) customer satisfaction ratings and (3) service reliability.

Metric-Specific Targets - 40 Percent at Targeted Level of Performance

Goals	Percent of Overall Incentive Pool at Target Performance	Required Level of Performance* Threshold	Target	Maximum	**Actual**	Percent of Overall Incentive Pool at Actual Performance
Earnings Per Share	20%	$2.09	$2.32	$2.55	**$2.64**	30.00%
Customer Satisfaction Ratings:						
Overall satisfaction rating in annual customer survey for *residential customers***	5%	4.2	4.4	4.6	**4.52**	6.50%
Overall satisfaction rating in annual customer survey for *commercial customers***	5%	4.2	4.4	4.6	**4.43**	5.375%
Service Reliability:						
Electric reliability (average of SAIFI and SAIDI reported in national survey based on 2010 results)***	5%	Top half	Top quartile	Top decile	**Top decile**	7.50%
Gas system response time (average response time for Priority 1 calls)	5%	18.5 minutes	16.5 minutes	14.5 minutes	**15.7 minutes**	6.00%
Total	**40%**	**-**	**-**	**-**	**-**	**55.375%**

*

Incentive paid at 50 percent of Target at the Threshold level, 100 percent at the Target level and 150 percent of Target at the Maximum level.

**

Scale of 1 to 5 with 1 being very dissatisfied and 5 being very satisfied. The survey was conducted by an independent market research firm.

***

SAIFI (System Average Interruption Frequency Index) is an industry recognized measure defined by the Institute of Electrical and Electronic Engineers (IEEE) as the number of outages a typical customer experiences in a year. SAIDI (System Average Interruption Duration Index) is an industry recognized measure defined by the IEEE as the length of time a typical customer experiences a loss of service annually. The survey results exclude major events.

Other Corporate Goals - 30 Percent at Targeted Level of Performance

The board recognizes that not every opportunity or threat that may present itself over the course of the year can be anticipated when the goals for the year are established. The board expects management to be attentive to finding opportunities and aggressive in addressing unanticipated problems. Consequently, in order to address these situations, the board does not tie all bonus compensation to a predetermined formula.

The board also recognizes that making decisions takes judgment to balance the interests of various constituencies. Exclusively adopting formula incentives without some flexibility may discourage needed adjustments during the year and could have unanticipated consequences. The board recognizes that success in some areas is not quantifiable and requires the board to weigh the overall outcomes. The board encourages management to take a long-term focus and reserves the right to assess how well management exercises judgment in the running of the business.

This category also contains specific corporate goals the board deems important. For example, the following measures are reviewed by the board in assessing management:

.

Preserves top position for debt ratings relative to other combination investor-owned utilities from the rating agencies

.

Maintains or improves culture of environmental stewardship

.

Implements important projects (i.e., federal stimulus-funded project, metering and rate project)

.

Maintains and enhances position as community energy company

.

Upholds compliance with regulatory requirements

.

Addresses legislative and regulatory matters

.

Implements cost-containment measures

.

Supports management of day-to-day operations

.

Handles unanticipated problems, threats or crises

.

Seeks out and pursues unanticipated opportunities

The committee and board determined that management's 2011 performance on the measures identified above will be compensated at 35 percent versus the target level of 30 percent. All NEOs are compensated at the same percentage of target for the Other Corporate Goals category because of the interrelated nature of these items amongst the officers. We believe this encourages a team approach. In considering our decision, we took into account the following Company achievements:

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Achieved a top position for debt ratings again in 2011.

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Raised its dividend rate for the 36th consecutive year, and the increase in the rate was higher than the previous year.

.

Installed advanced metering technology and complied with the Department of Energy's audits as part of the federal stimulus-funded project.

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Continued to benefit shareholders and customers with its cost-containment efforts.

.

Achieved its stated objective of eliminating coal use at its downtown Madison plant.

Individual Performance Goals - 30 Percent at Targeted Level of Performance

The committee and board determined a component of short-term incentive compensation should be based on individual performance. The individual performance goals are based on the goals of the division run by that officer and on personal improvement goals for that officer. Achievement of performance goals for the other executive officers is judged by the CEO in consultation with the committee and board. Among other things, these goals may include division safety goals, projects within the division and appropriate metrics for the division. It is expected that individual performance goals will support the broader corporate goals and officers will be measured by their contributions to the broader team effort. The board does not expect the payout percentage against target to vary significantly between NEOs because of the team approach encouraged by the board.

When determining G. Wolter's individual performance percentage, we considered the Company's strong performance against the metrics-driven targets discussed above, such as record earnings in 2011, as well as the subjective assessment of management's overall performance against other measures identified by the board, including succession planning for key executives. As a result, G. Wolter will be compensated at 36 percent versus the target level of 30 percent for his individual performance. The remaining NEOs will be compensated between 30 percent and 36 percent for their individual performance.

Summary of Short-Term Incentive Payouts

In assessing the short-term incentive payout for the CEO versus the targeted levels, we took into consideration the strong overall performance level of the Company in 2011 which is detailed above. Nonetheless, the payout was limited to 84 percent of the maximum opportunity set for 2011.

Long-Term Incentives

In 2006, the board approved a cash long-term incentive plan known as the 2006 Performance Unit Plan (Performance Unit Plan). Under the Performance Unit Plan, selected executives of the Company are eligible to receive performance units, representing the right to receive a cash payment upon settlement, subject to meeting specified vesting requirements. The committee believes the use of performance unit awards (long-term incentives) under the Performance Unit Plan helps balance the Company's previous reliance on the annual bonus awards (short-term incentives) by tying significant additional incentives to stock-price performance achieved over multiyear periods of time.

The annual grants under the Performance Unit Plan are reviewed and recommended by the committee and approved by our Company's independent directors. The grant date for these annual awards occurs on the meeting date at which the grants are approved or a designated date subsequent to the meeting. Administration of the awards is managed by our internal Human Resources and Finance departments, and specific instructions related to timing of grants are given directly from the committee.

The performance unit awards made under the Performance Unit Plan during 2011 carry a five-year vesting requirement (vesting 60 percent at the end of 2013 and an additional 20 percent at the end of each of 2014 and 2015). The awards will vary in value based on changes in the Company's stock price, and awards contain the right to participate in dividend payments on the same terms and conditions as our shareholders.

Our committee believes that combining the annual bonus awards and the performance unit awards provides appropriate short- and longer-term incentives to perform while creating additional and necessary retention for our key executives. Also, using multiyear awards settled in cash helps protect our shareholders against equity-based dilution that would otherwise occur from typical stock-based, long-term awards, though such cash-settled awards are accounted for differently, and potentially less favorably to the Company, than stock-based awards. The committee currently believes the advantages gained from protecting against equity-based dilution outweigh these accounting considerations. In January 2011, initial amounts for the performance unit awards were set at 30 percent of an executive's base salary which was the maximum award allowed under the Performance Unit Plan for 2011.

The committee believes the Performance Unit Plan is responsive to a need to retain and reward our key executives consistent with market pay levels, is mindful of total compensation cost, keeps compensation for recipients more competitive with the market and promotes internal equity among colleagues who regularly work together.

Due to the Company's lack of any equity award program, the committee determined that a "gap" existed when comparing total direct compensation for senior executives versus market. Accordingly, target long-term incentive award levels are set by the committee to help reduce this gap between market total direct compensation and comparable pay at the Company. However, award levels are not designed to and may not necessarily eliminate any such deficits between total direct compensation at the Company and comparable market pay.

Effective in 2011, the Compensation Committee recommended, and the board approved, a change to the Performance Unit Plan and a change to the outstanding awards under the Performance Unit Plan. The Performance Unit Plan amendment will allow future awards to be granted at a higher percentage of base salary for some NEOs and up to a maximum of 50 percent for the CEO. This amendment will allow the committee to make the long-term awards a larger portion of the overall compensation, which was a shortcoming identified by the compensation study that was prepared for the committee regarding competitive compensation programs. The amendment to the outstanding awards will allow participants who retire from the Company to receive full vesting credit with respect to any awarded units so long as the participant does not compete with the Company following retirement.

Other Benefits

As Company employees, our NEOs are eligible to participate in all of the broad-based, Company-sponsored benefits programs on the same basis as other full-time salaried employees. These include the Company's health and welfare benefits (e.g., medical/dental plans, disability plans, life insurance, etc.). Executives also participate in the Company's pension and 401(k) retirement plans.

The Company also offers certain executives, including the NEOs, supplemental retirement benefits under individual income continuation agreements (Agreements). Retirement benefits under the Agreements supplement benefits from the qualified pension plan. The benefit formula is outlined in the Pension Benefits Table.

Post-Termination Compensation

The Company recognizes that, as with any public company, it is possible that a change in control of the Company may take place in the future. The Company also recognizes the threat or occurrence of a change in control can result in significant distractions of key management personnel because of the uncertainties inherent in such a situation. The Company also believes that it is essential and in

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the best interests of its shareholders to retain the services of its key management personnel in the event of a threat or occurrence of a change in control and to ensure their continued dedication and efforts in such event. In keeping with this belief and its objective of retaining and motivating highly talented individuals to fill key positions, the Company has entered into severance agreements with all of the NEOs.

The severance agreements guarantee the NEOs specific payments and benefits upon termination of employment as a result of change in control of the Company or if the employee voluntarily terminates employment within a specified period following a change in control. Effective December 30, 2010, these agreements were amended to limit the payments under those agreements as well as to eliminate a provision that required the Company to "gross-up" the executive for any excise tax due as a result of the change in control payments. Additional details of the terms of the change in control agreements are provided in the "Potential Payments on Employment Termination or Change in Control" section of this proxy statement.

Impact of Tax and Accounting on Compensation Decisions

As a general matter, the committee considers the various tax and accounting implications of compensation vehicles employed by the Company. As previously mentioned, cash-settled performance unit awards based on the Company's share price may carry accounting charges that differ from similar stock-based awards, but have been selected by the committee as the best long-term compensation vehicle due to the committee's desire to minimize shareholder dilution.

Compensation Committee Report

The Compensation Committee of the Board of Directors of MGE Energy oversees the Company's compensation program on behalf of the board. In fulfilling its oversight responsibilities, the Compensation Committee reviewed and discussed with management the Executive Compensation - Compensation Discussion and Analysis set forth in this proxy statement.

In reliance on the review and discussions referred to above, the Compensation Committee recommended to the board that the Executive Compensation - Compensation Discussion and Analysis be included in this proxy statement, which is incorporated by reference in the Company's annual report on Form 10-K for the fiscal year ended December 31, 2011.

F. Curtis Hastings

Regina M. Millner

John R. Nevin (Chair)

2011 Summary Compensation Table

Shown below, in the table format prescribed by the SEC, are the elements of compensation paid or earned by our CEO, our Chief Financial Officer and our three most highly compensated executive officers (other than our CEO and Chief Financial Officer) during the past three years. As described in the preceding Executive Compensation - Compensation Discussion and Analysis, that compensation includes, among other things, base salary, shown in the "Salary" column; annual bonus awards (short-term incentives), shown in the "Bonus" column; and the cash-based performance unit awards (long-term incentives), shown in the "Stock Awards" column. Although awards under the Performance Unit Plan are ultimately paid in cash and not stock their ongoing value is derivative of movements in the price of our common stock, and so the awards are accounted for much like stock-based awards. As required by SEC rules, the amount shown in the "Stock Awards" column reflects the grant date fair value for the awards made in the indicated years to each of those officers under the Performance Unit Plan.

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)(2)	Option Awards ($)(3)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)		All Other Compensation ($)(5)	Total ($)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)		(i)	(j)
Gary J. Wolter	2011	494,616	315,599	145,483	-	-	1,056,031	(4)	8,060	2,019,789
Chairman, President and	2010	471,137	266,000	140,994	-	-	553,659		26,092	1,457,882
Chief Executive Officer	2009	469,884	215,000	140,994	-	-	326,030		25,039	1,176,947
Jeffrey C. Newman	2011	259,772	116,027	76,437	-	-	362,991	(4)	7,963	823,190
Vice President, Chief Financial	2010	227,165	100,000	67,439	-	-	176,631		15,968	587,203
Officer, Secretary and Treasurer	2009	224,664	95,000	62,995	-	-	112,877		15,800	511,336
Scott A. Neitzel (1)	2011	274,700	122,694	80,802	-	-	409,742	(4)	8,110	896,048
Vice President -	2010	246,381	110,000	73,300	-	-	209,621		16,839	656,141
Energy Supply	2009	244,296	105,000	73,325	-	-	139,281		16,807	578,709
Kristine A. Euclide	2011	265,548	118,607	78,123	-	-	384,900	(4)	7,286	854,464